

RECORDATION NO. 21761-D FILED

JUL 1 '05

12-35 PM

SURFACE TRANSPORTATION BOARD



July 1, 2005

Secretary
Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001

Re: WMATA 1998-TEN-R Trust

Dear Sir/Madam:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy of the following documents:

1. Short Form of Lease Supplement
2. Short Form of Sublease Supplement
3. Short Form of Supplement to Equipment
Mortgage & Pledge Agreement
4. Short Form of Supplement to Loan and
Security Agreement

Each document is dated as of July 1, 2005 and constitutes a secondary document as defined in the Board's Rules for the recordation of documents. For each document the connected primary document is recorded under filing number **21761**.

**Washington
Metropolitan Area
Transit Authority**

600 Fifth Street, NW
Washington, DC 20001
202/962-1234

By Metrorail:
Judiciary Square—Red Line
Gallery Place-Chinatown—
Red, Green and
Yellow Lines
By Metrobus:
Routes D1, D3, D6, P6,
70, 71, 80, X2

The names and addresses of the parties to the enclosed documents are:

Short Form of Lease Supplement

Lessor:

Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Lessee:

WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company

Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Short Form of Sublease Supplement

Sublessor: WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Sublessee: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Short Form of Supplement to Equipment
Mortgage and Pledge Agreement

Mortgagor: Washington Metropolitan Area Transit
Authority ("WMATA")
600 Fifth Street, N.W.
Washington, D.C. 20001

Mortgagee: WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and number of the railcars covered by the above two documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Short Form of Supplement to Loan and
Security Agreement

Assignor: WMATA-1998-TEN-R Trust
c/o Wilmington Trust Company
Rodney Square North

Page 3

1100 North Market Street
Wilmington, Delaware 19890

Assignee: AIG-FP Funding (Cayman) Limited
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Please cross-reference the Supplement to Loan and Security Agreement under the names Washington Metropolitan Area Transit Authority and WMATA-1998-TEN-R Trust.

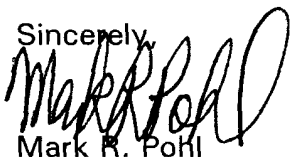
Under 49 C.F.R. § 1002.2(e)(1) of the Board's regulations, state and local government agencies are not required to pay filing fees. Please be advised that the filer herein, the Washington Metropolitan Area Transit Authority, is an interstate compact agency and instrumentality of the State of Maryland, Commonwealth of Virginia, and District of Columbia created with the consent of the United States Congress in Public Law 89-774, 80 Stat. 1324 (1966). As such, WMATA claims exemption from the filing fees for these documents.

Please stamp and return the original documents to:

Mark R. Pohl
Associate General Counsel
WMATA
600 Fifth Street, N.W.
Washington, D.C. 20001.

Please be advised that Mark R. Pohl is the in-house counsel for WMATA charged with representing WMATA in this matter. Should you have any questions, please feel free to contact me on (202) 962-2541.

Sincerely,



Mark R. Pohl
Associate General Counsel

Enclosures as stated

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO

RECORDATION NO. 21761-D FILED

Mark R. Pohl, Esq.
WMATA
600 Fifth Street, NW
Washington, DC 20001

JUL 1 '05

12-35 PM

SURFACE TRANSPORTATION BOARD

SHORT FORM OF LEASE SUPPLEMENT

This Short Form of Lease Supplement is made and dated as of the 1st day of July 2005 by and among WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia and having an address at 600 Fifth Street, NW, Washington, DC 20001 ("**Head Lessor**") and WMATA 1998-TEN-R ("**Head Lessee**"), a Delaware statutory business trust, having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

- A. Head Lessor is the owner of those certain Railway Cars described in Exhibit A, attached hereto and incorporated herein by reference (the "**Railway Cars**").
- B. Head Lessor desires to lease the Railway Cars to Head Lessee and Head Lessee desires to lease the Railway Cars from the Head Lessor on the terms and conditions set forth in that certain lease between Head Lessor, as lessor, and Head Lessee, as lessee, dated as of October 29, 1998 (the "**Lease**"), which by this reference is incorporated herein and made a part hereof as if set forth at length. Said Lease has previously been filed with the U.S. Surface Transportation Board.
- C. Head Lessor and Head Lessee desire to record this Short Form of Lease Supplement with the U.S. Surface Transportation Board to give constructive notice of Head Lessee's leasehold interest in the Railway Cars and to give constructive notice of the change in the identity of the Railway Cars covered by the October 29, 1998 Lease.
- D. Attached hereto as Exhibit B is a Lease Supplement between Head Lessor and Head Lessee of even date herewith, which is incorporated herein by reference and made a part hereof as if set forth at length.

Short Form of Lease Supplement (1998 TEN-R Trust)

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, Head Lessor and Head Lessee agree as follows:

1. **Property Leased.** Head Lessor hereby leases to Head Lessee, and Head Lessee hereby leases from Head Lessor, the Railway Cars for the term, and on the covenants and conditions set forth in the Lease dated October 29, 1998, which Lease is by this reference incorporated herein and made a part hereof as if set forth herein at length.

2. **Term of Lease.** The above-described lease term is for the period commencing on October 29, 1998 and ending on the Head Lease Expiration Date at 11:59 p.m. (New York City time), subject to any extension or renewal options contained in the Lease.

3. **Conflict With Lease.** In the event of any conflict between this Short Form of Lease Supplement and the Lease or the Lease Supplement, the terms, covenants and conditions of the Lease and/or the Lease Supplement shall control. It is agreed by the parties that the Lease Supplement attached to this Short Form of Lease Supplement shall supercede the Lease Supplement dated October 29, 1998 but not the Lease of the same date.

4. **Counterparts.** This Short Form of Lease Supplement may be executed in one or more counterparts, but there shall only be one original. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached the same instrument, which shall be the original of this Short Form of Lease Supplement.

IN WITNESS WHEREOF, the Head Lessor and Head Lessee have executed this Short Form of Lease Supplement as of the date first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

Harold M. Barrett
Witness

By: Peter Benjamin
Name: Peter Benjamin
Title: Chief Financial Officer

Head Lessee:

WMATA 1998-TEN-R TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

Witness

By: _____
Name: _____
Title: _____

Witness

By: _____
Name: _____
Title: _____

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, Harold M. Bartlett, certify that I am Acting Secretary of Washington Metropolitan Area Transit Authority ("WMATA"), a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of WMATA. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on July 1, 2005

Harold M. Bartlett

Name: Harold M. Bartlett

Title: Acting Secretary

IN WITNESS WHEREOF, the Head Lessor and Head Lessee have executed this Short Form of Lease Supplement as of the date first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

Witness

By: _____
Name:
Title:

Head Lessee:

WMATA 1998-TEN-R TRUST, by and through
Wilmington Trust Company, not in its individual
capacity, but solely as Trustee

Witness

Kimberly E. Faulhaber
Kimberly E. Faulhaber

By: _____
Name: **Tira L. Johnson**
Title: **Financial Services Officer**

Witness


Monica M. Henry
Monica M. Henry

By: _____
Name: **Robert J. Perkins**
Title: **Financial Services Officer**

ACKNOWLEDGMENT
PURSUANT TO 49 C.F.R. § 1177.3

I, ~~Tira L. Johnson~~, certify that I am Financial Services Officer of Wilmington Trust Company, the Trustee of WMATA 1998-TEN-R trust, a Delaware statutory business that the foregoing instrument was signed and sealed on behalf of the Trust by authority of its Trustee, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Trust. I further declare under penalty of perjury that the foregoing is true and correct.

Executed on 6/27 /2005.

_____

Tira L. Johnson
Financial Services Officer

Exhibit A
Items of Equipment

<u>Serial Numbers</u> <u>(per married pair)</u>	<u>Equipment Value</u> <u>(per married pair)</u>
1000 & 1001	\$3,404,000.00
1002 & 1003	\$3,404,000.00
1004 & 1005	\$3,404,000.00
1006 & 1007	\$3,404,000.00
1008 & 1009	\$3,404,000.00
1012 & 1013	\$3,404,000.00
1014 & 1015	\$3,404,000.00
1016 & 1017	\$3,404,000.00
1018 & 1019	\$3,404,000.00
1020 & 1021	\$3,404,000.00
1022 & 1023	\$3,404,000.00
1024 & 1025	\$3,404,000.00
1026 & 1027	\$3,404,000.00
1030 & 1031	\$3,404,000.00
1032 & 1033	\$3,404,000.00
1034 & 1035	\$3,404,000.00
1036 & 1037	\$3,404,000.00
1038 & 1039	\$3,404,000.00
1040 & 1041	\$3,404,000.00
1042 & 1043	\$3,404,000.00
1045 & 1047	\$3,404,000.00
1048 & 1049	\$3,404,000.00
1050 & 1051	\$3,404,000.00
1052 & 1053	\$3,404,000.00
1054 & 1055	\$3,404,000.00
1056 & 1057	\$3,404,000.00
1058 & 1059	\$3,404,000.00
1060 & 1061	\$3,404,000.00
1062 & 1063	\$3,404,000.00
1064 & 1065	\$3,404,000.00
1066 & 1067	\$3,404,000.00
1068 & 1069	\$3,404,000.00
1070 & 1071	\$3,404,000.00
1072 & 1073	\$3,404,000.00
1074 & 1075	\$3,404,000.00

Exhibit A (continued)
Items of Equipment

<u>Serial Numbers</u> <u>(per married pair)</u>	<u>Equipment Value</u> <u>(per married pair)</u>
1078 & 1079	\$3,404,000.00
1080 & 1081	\$3,404,000.00
1082 & 1083	\$3,404,000.00
1084 & 1085	\$3,404,000.00
1086 & 1087	\$3,404,000.00
1088 & 1089	\$3,404,000.00
1090 & 1091	\$3,404,000.00
1092 & 1093	\$3,404,000.00
1094 & 1095	\$3,404,000.00

Exhibit B

Short Form of Lease Supplement (1998 TEN-R Trust)

EXHIBIT A

LEASE SUPPLEMENT (1998-TEN-R)

1

THIS LEASE SUPPLEMENT (1998-TEN-R) dated July 1, 2005 between WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY, as Head Lessor, and WMATA 1998-TEN-R TRUST, as Head Lessee:

WHEREAS, the Head Lessor and the Head Lessee have heretofore entered into the Lease Agreement, dated as of October 29, 1998 (the "Lease"), which Lease provides for the execution and delivery of Lease Supplements in substantially the form hereof for the purpose of leasing the Items of Equipment when delivered by the Head Lessor to the Head Lessee in accordance with the terms thereof. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein (including those terms providing that capitalized terms used therein and not otherwise defined therein shall have the meanings given such terms in Appendix A to the Participation Agreement, and the rules of usage set forth therein shall apply thereto).

WHEREAS, the Head Lessor and the Head Lessee have previously entered into a Lease Supplement as contemplated by the aforesaid Lease.

WHEREAS, on January 10, 2005 and as permitted under section 9(a) of that certain Sublease between the WMATA 1998-TEN-R TRUST (as Sublessor) and the WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY (as Sublessee) executed as of October 29, 1998, the Sublessee gave an election notice to the Sublessor, Head Lessor, Lender, and Equity Investor relating to an Event of Loss to two of the leased Items of Equipment. Said election was to substitute two similar Items of Equipment for the two Items of Equipment suffering the Event of Loss.

WHEREAS, the terms of the aforesaid Sublease require the provision of a substitute Lease Supplement containing the substituted Items of Equipment.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Head Lessor hereby delivers and leases to the Head Lessee, and the Head Lessee hereby accepts and leases from the Head Lessor, under the Lease as herein supplemented, the Items of Equipment described (both by serial number and Equipment Value) in Schedule A hereto. Both the Head Lessor and the Head Lessee agree that this Lease Supplement is in lieu of the Lease Supplement dated as of October 29, 1998 and, that as of the effective date of this Lease Supplement, the October 29, 1998 Lease Supplement shall no longer be in full force and effect.

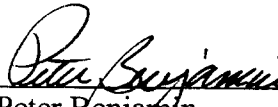
THIS LEASE SUPPLEMENT SHALL IN ALL RESPECTS BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF

NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT, TO THE FULLEST EXTENT PERMITTED BY LAW, EXCLUDING ALL CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES); PROVIDED, THAT THE POWERS AND LEGAL CAPACITY OF THE HEAD LESSOR SHALL BE GOVERNED BY AND CONSTRUED UNDER THE COMPACT.

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: 
Peter Benjamin
Chief Financial Officer

Head Lessee:

WMATA 1998-TEN-R TRUST, by and
Through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By: _____
Name:
Title:

NEW YORK (INCLUDING SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT, TO THE FULLEST EXTENT PERMITTED BY LAW, EXCLUDING ALL CHOICE-OF-LAW OR CONFLICTS-OF-LAWS RULES); PROVIDED, THAT THE POWERS AND LEGAL CAPACITY OF THE HEAD LESSOR SHALL BE GOVERNED BY AND CONSTRUED UNDER THE COMPACT.

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

Head Lessor:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: _____
Peter Benjamin
Chief Financial Officer

Head Lessee:

WMATA 1998-TEN-R TRUST, by and
Through Wilmington Trust Company, not in
its individual capacity, but solely as Trustee

By:  _____
Name: **Tira L. Johnson**
Title: **Financial Services Officer**

**Schedule A
To Lease Supplement (WMATA 1998-
TEN-R Trust)**

Items of Equipment

<u>Serial Numbers (per married pair)</u>	<u>Equipment Value (per married pair)</u>
1000 & 1001	\$3,404,000.00
1002 & 1003	\$3,404,000.00
1004 & 1005	\$3,404,000.00
1006 & 1007	\$3,404,000.00
1008 & 1009	\$3,404,000.00
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1058 & 1059	\$3,404,000.00
1060 & 1061	\$3,404,000.00
1062 & 1063	\$3,404,000.00
1064 & 1065	\$3,404,000.00
1066 & 1067	\$3,404,000.00
1068 & 1069	\$3,404,000.00
1070 & 1071	\$3,404,000.00
1072 & 1073	\$3,404,000.00
1074 & 1075	\$3,404,000.00

Schedule A (continued)
To Lease Supplement (WMATA 1998-
TEN-R Trust)

Items of Equipment

<u>Serial Numbers</u> <u>(per married pair)</u>	<u>Equipment Value</u> <u>(per married pair)</u>
1078 & 1079	\$3,404,000.00
1080 & 1081	\$3,404,000.00
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1094 & 1095	\$3,404,000.00